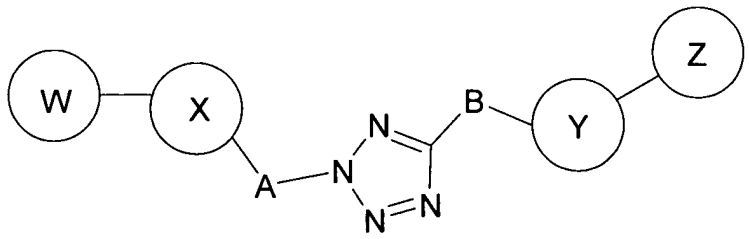
AMENDMENTS TO THE CLAIMS

Please amend the claims as follows. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-37 (Canceled)

38. (New) A compound of the Formula (I):



(I)

wherein:

X is phenyl;

Y is 2-pyridyl;

A is C_0 alkyl,

B is C_0 alkyl,

X is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$, –SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups;

A is –C_0alkyl, B is –C_0alkyl,

Y is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, –$NR^5CONR^6R^7$, –SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, –$CONR^5R^6$, -$C(=NR^5)R^6$, or

-C(=NOR^5)R^6 substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C$_{1-6}$alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C$_{1-6}$alkyl, –O(C$_{0-6}$alkyl), –O(C$_{3-7}$cycloalkyl), –O(aryl), –N(C$_{0-6}$alkyl)(C$_{0-6}$alkyl), -N(C$_{0-6}$alkyl)(C$_{3-7}$cycloalkyl), or –N(C$_{0-6}$alkyl)(aryl) groups;

W is –C$_{3-7}$cycloalkyl, –heteroC$_{3-7}$cycloalkyl, –C$_{0-6}$alkylaryl, or –C$_{0-6}$alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C$_{1-6}$alkyl, -C$_{1-6}$alkenyl, -C$_{1-6}$alkynyl, –OR^1, –NR^{1}R^2, –C(=NR^1)NR^{2}R^3, -N(=NR^1)NR^{2}R^3, –NR^{1}COR^2, -NR^{1}CO$_2$R^2, -NR^{1}SO$_2$R^4, –NR^{1}CONR^{2}R^3, –SR^4, -SOR^4, –SO$_2$R^4, –SO$_2$NR^{1}R^2, -COR^1, -CO$_2$R^1, –CONR^{1}R^2, -C(=NR^1)R^2, or -C(=NOR^1)R^2 substituents;

Z is –C$_{3-7}$cycloalkyl, –heteroC$_{3-7}$cycloalkyl, –C$_{0-6}$alkylaryl, or –C$_{0-6}$alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C$_{1-6}$alkyl, -C$_{1-6}$alkenyl, -C$_{1-6}$alkynyl, –OR^1, –NR^{1}R^2, –C(=NR^1)NR^{2}R^3, -N(=NR^1)NR^{2}R^3, –NR^{1}COR^2, -NR^{1}CO$_2$R^2, -NR^{1}SO$_2$R^4, –NR^{1}CONR^{2}R^3, –SR^4, -SOR^4, –SO$_2$R^4, –SO$_2$NR^{1}R^2, -COR^1, -CO$_2$R^1, –CONR^{1}R^2, -C(=NR^1)R^2, or -C(=NOR^1)R^2 substituents;

one of W and Z is optionally absent;

R^1, R^2, and R^3 each independently is –C$_{0-6}$alkyl, –C$_{3-7}$cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –C$_{1-6}$alkyl, –O(C$_{0-6}$alkyl), –O(C$_{3-7}$cycloalkyl), –O(aryl), –N(C$_{0-6}$alkyl)(C$_{0-6}$alkyl), -N(C$_{0-6}$alkyl)(C$_{3-7}$cycloalkyl), –N(C$_{0-6}$alkyl)(aryl) substituents;

R^4 is –C$_{1-6}$alkyl, –C$_{3-7}$cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, –CN, –C$_{1-6}$alkyl, –O(C$_{0-6}$alkyl), –O(C$_{3-7}$cycloalkyl), -O(aryl), –N(C$_{0-6}$alkyl)(C$_{0-6}$alkyl), –N(C$_{0-6}$alkyl)(C$_{3-7}$cycloalkyl), –N(C$_{0-6}$alkyl)(aryl) substituents;

R^5, R^6, and R^7 each independently is –C$_{0-6}$alkyl, –C$_{3-7}$cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –C$_{1-6}$alkyl, –O(C$_{0-6}$alkyl), –O(C$_{3-7}$cycloalkyl), –O(aryl), –N(C$_{0-6}$alkyl)(C$_{0-6}$alkyl), -N(C$_{0-6}$alkyl)(C$_{3-7}$cycloalkyl), –N(C$_{0-6}$alkyl)(aryl) substituents;

R^8 is –C$_{1-6}$alkyl, –C$_{3-7}$cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, –CN, –C$_{1-6}$alkyl, –O(C$_{0-6}$alkyl), –O(C$_{3-7}$cycloalkyl), -O(aryl), –N(C$_{0-6}$alkyl)(C$_{0-6}$alkyl), –N(C$_{0-6}$alkyl)(C$_{3-7}$cycloalkyl), -N(C$_{0-6}$alkyl)(aryl) substituents;

R^9 and R^{10} each independently is $-C_{0-6}$alkyl, $-C_{3-7}$cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), $-N(C_{0-6}$alkyl)(aryl) substituents; and

any N may be an N-oxide;

or a pharmaceutically acceptable salt thereof.

39. (New) The compound according to Claim 38 wherein:

X is phenyl, which is optionally substituted with 1-5 independent halogen, –CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^1$, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$, $-NR^1CONR^2R^3$, $-SR^4$, $-SOR^4$, $-SO_2R^4$, $-SO_2NR^1R^2$, $-COR^1$, $-CO_2R^1$, $-CONR^1R^2$, $-C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the $-C_{1-6}$alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or $-N(C_{0-6}$alkyl)(aryl) groups.

40. (New) The compound according to Claim 38 wherein:

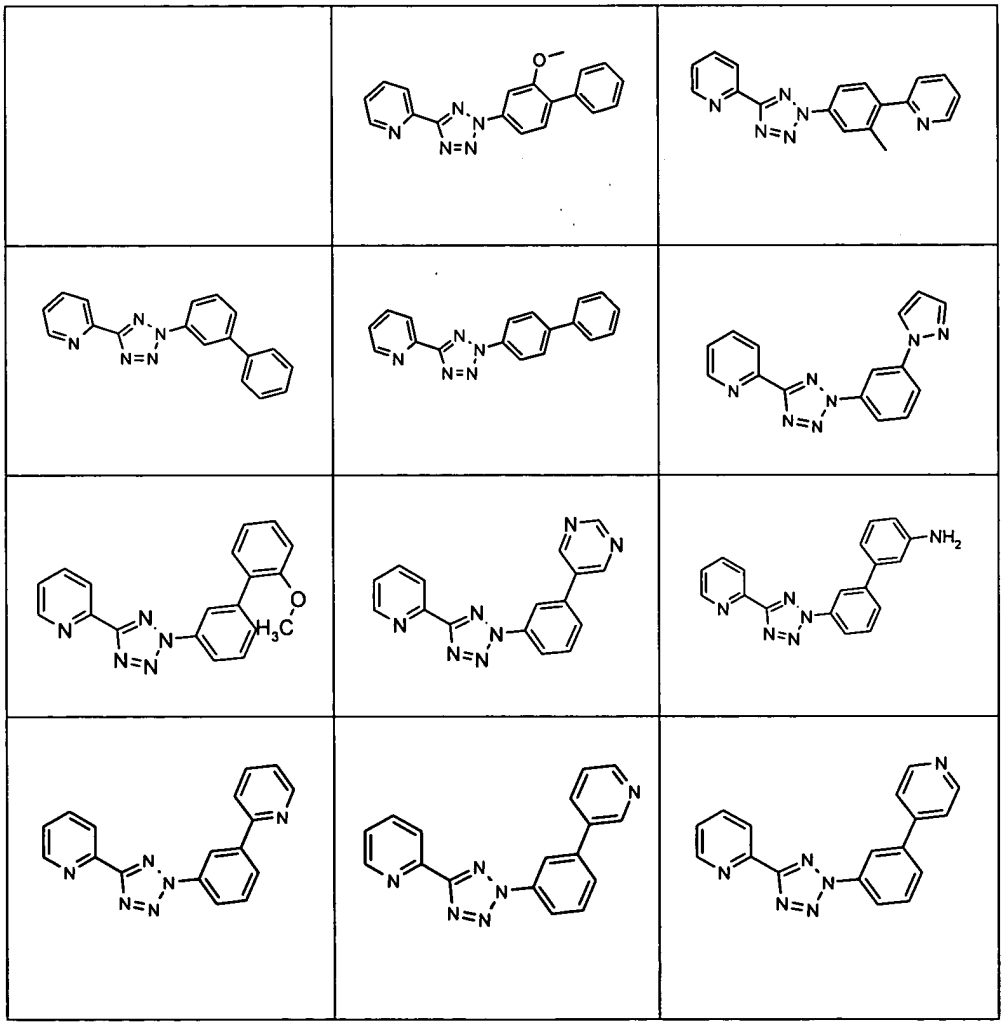
Y is 2-pyridyl, which is optionally substituted with 1-4 independent halogen, -CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^5$, $-NR^5R^6$, $-C(=NR^5)NR^6R^7$, $-N(=NR^5)NR^6R^7$, $-NR^5COR^6$, $-NR^5CO_2R^6$, $-NR^5SO_2R^8$, $-NR^5CONR^6R^7$, $-SR^8$, $-SOR^8$, $-SO_2R^8$, $-SO_2NR^5R^6$, $-COR^5$, $-CO_2R^5$, $-CONR^5R^6$, $-C(=NR^5)R^6$, or $-C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the $-C_{1-6}$alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or $-N(C_{0-6}$alkyl)(aryl) groups.

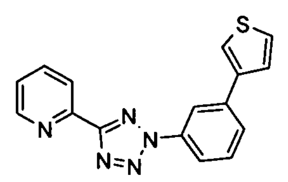
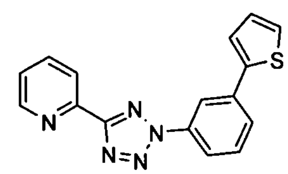
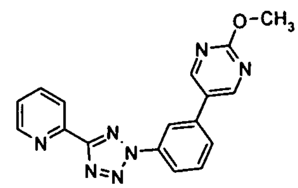
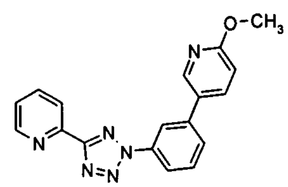
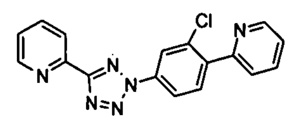
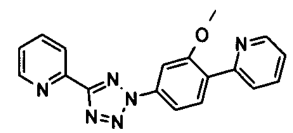
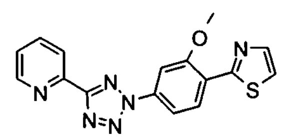
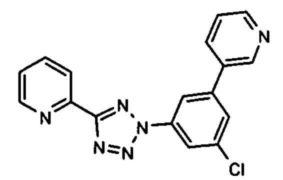
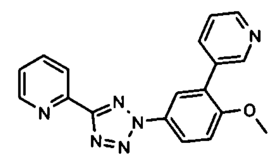
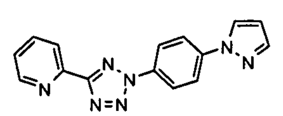
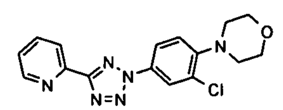
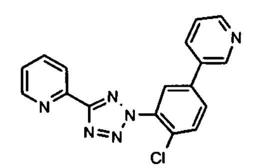
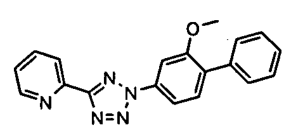
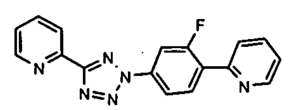
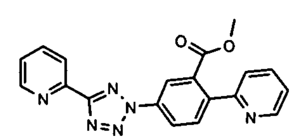
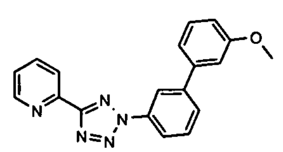
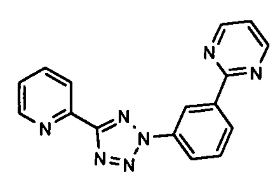
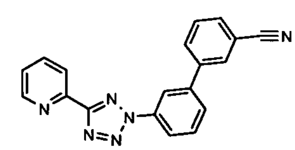
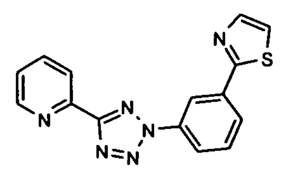
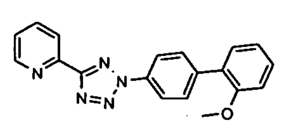
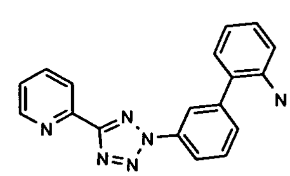
41. (New) The compound according to Claim 38 wherein:

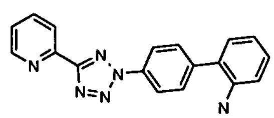
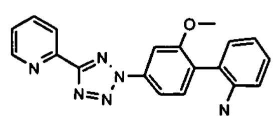
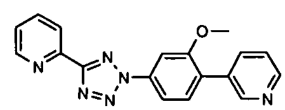
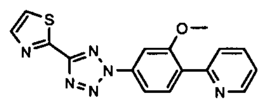
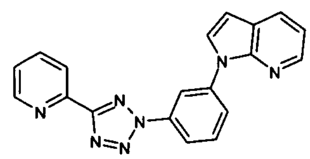
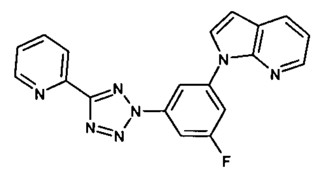
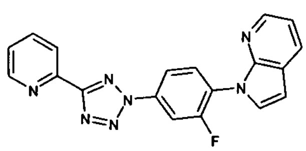
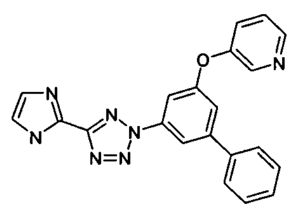
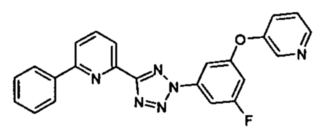
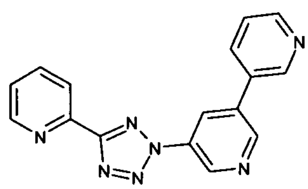
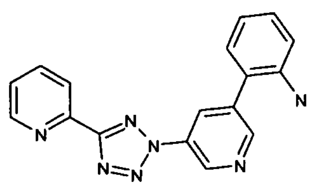
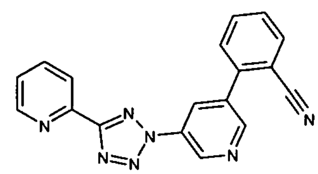
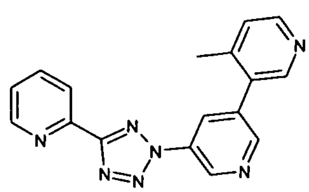
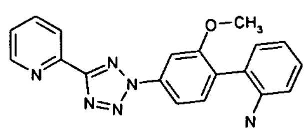
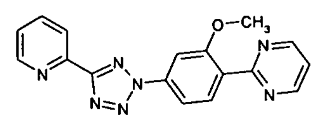
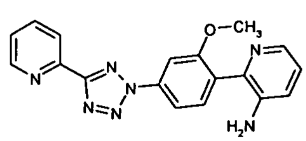
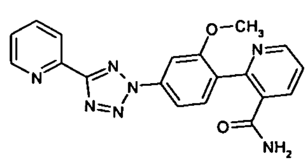
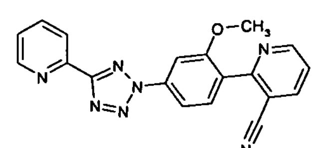
W is $-C_{0-6}$alkylaryl, or $-C_{0-6}$alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^1$, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$, $-NR^1CONR^2R^3$, $-SR^4$, $-SOR^4$, $-SO_2R^4$, $-SO_2NR^1R^2$, $-COR^1$, $-CO_2R^1$, $-CONR^1R^2$, $-C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents.

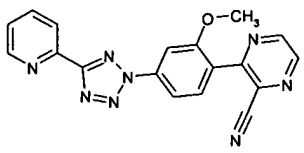
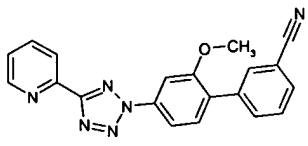
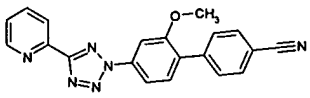
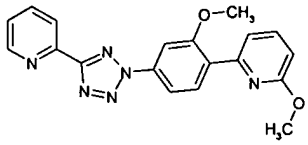
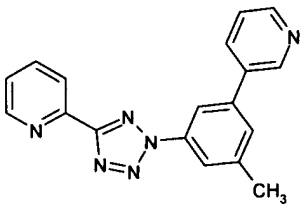
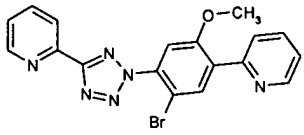
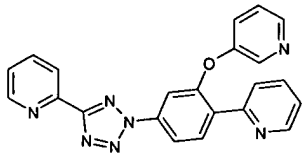
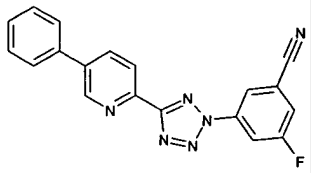
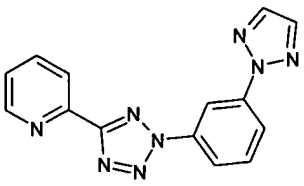
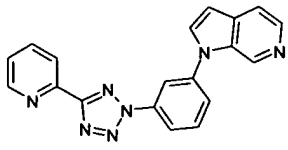
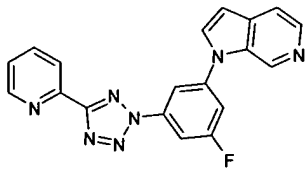
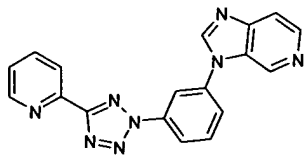
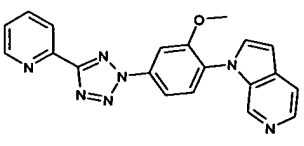
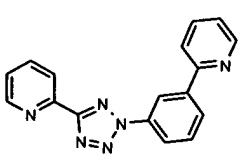
42. (New) A compound which is selected from the group consisting of:
1-methyl-3-[3-(5-pyridin-2-yl-2*H*-tetrazol-2-yl)phenyl]imidazolidin-2-one;
2-[2-(4-pyridin-2-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-[2-(4-pyridin-4-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-{2-[3-(1*H*-imidazol-1-yl)phenyl]-2*H*-tetrazol-5-yl}pyridine;
2-[2-(2-pyrazin-3-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-[2-(4-morpholin-3-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-{2-[3-(2*H*-tetrazol-5-yl)phenyl]-2*H*-tetrazol-5-yl}pyridine; and
2-pyridin-2-yl-5-(5-pyridin-2-yl-2*H*-tetrazol-2-yl)benzonitrile;
or a pharmaceutically acceptable salt thereof.

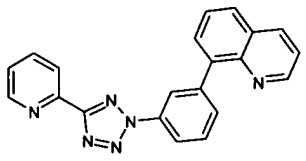
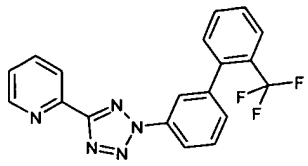
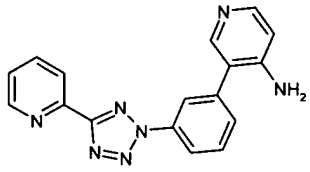
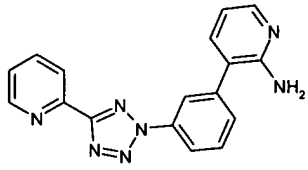
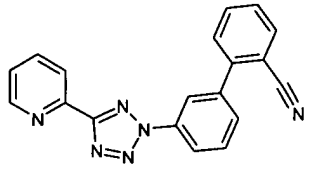
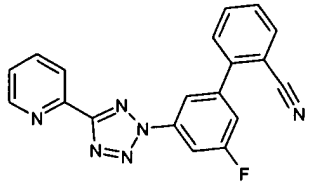
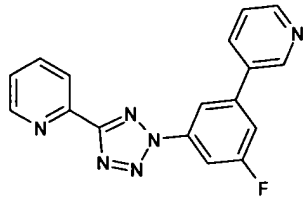
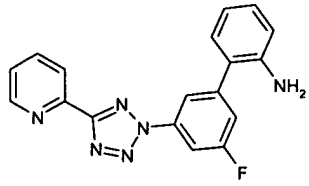
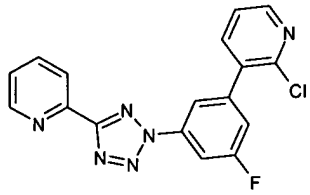
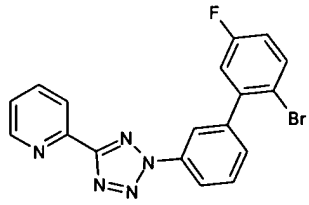
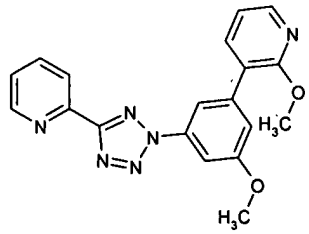
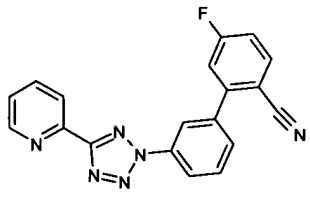
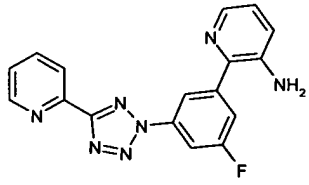
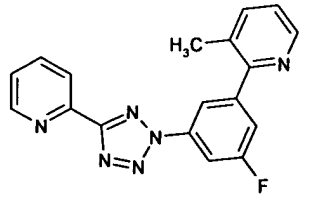
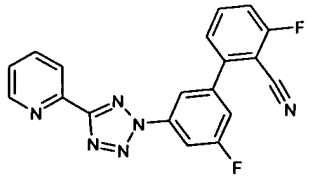
43. (New) A compound which selected from the group consisting of:

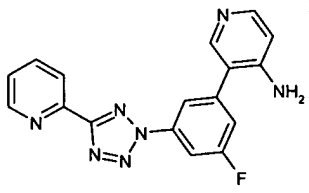
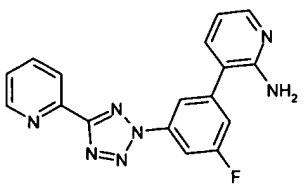
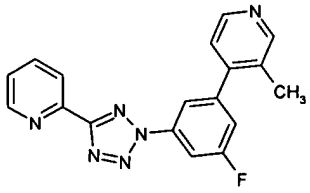
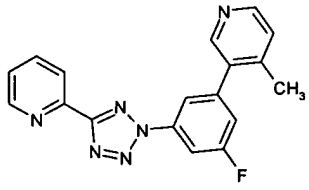
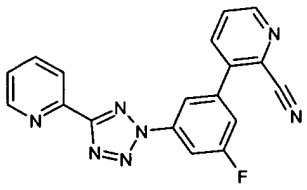
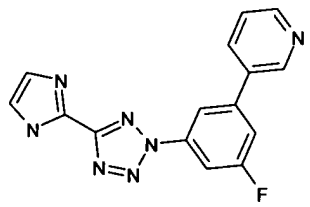
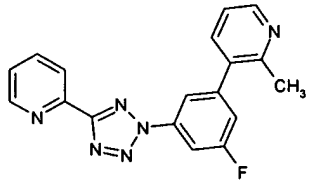
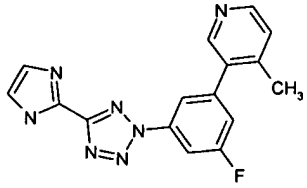
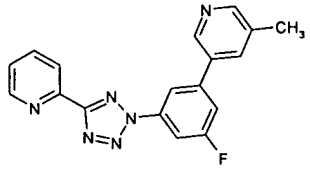
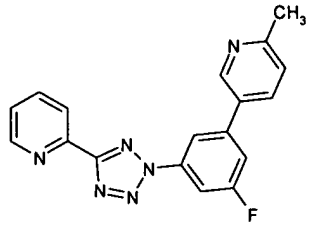
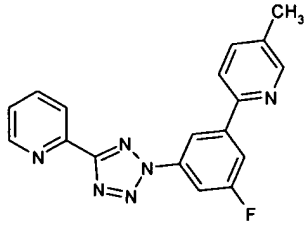
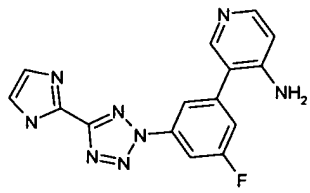
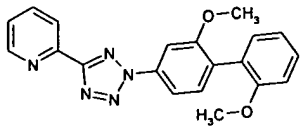
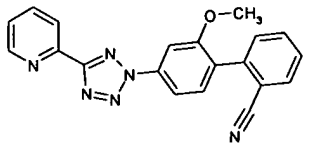


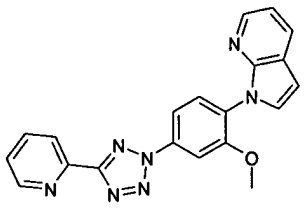
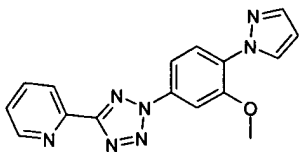
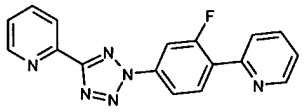
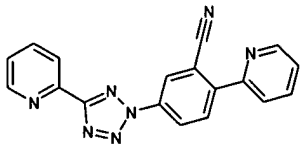
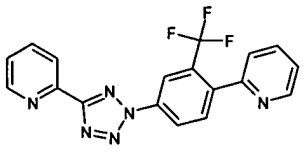
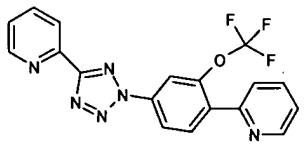
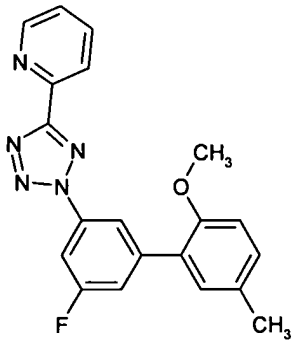
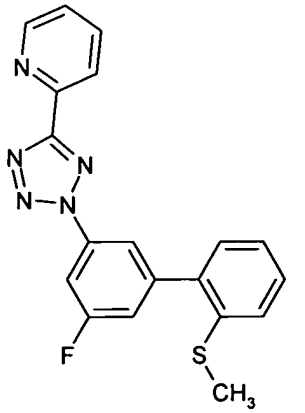
		
		
		
		
		
		
		

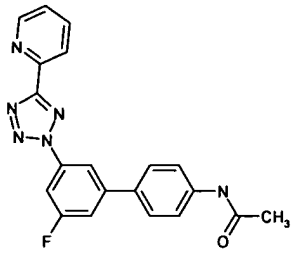
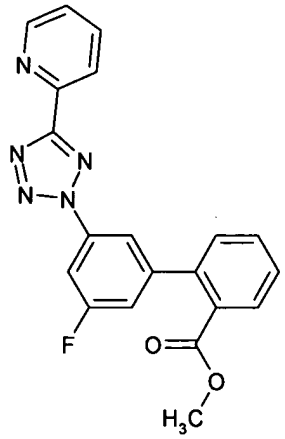
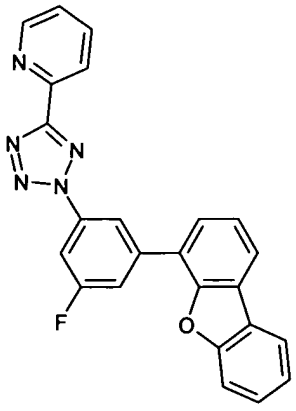
		
		
		
		
		
		

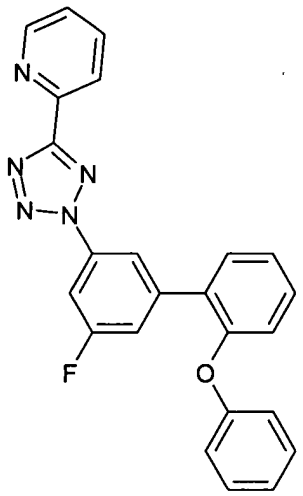
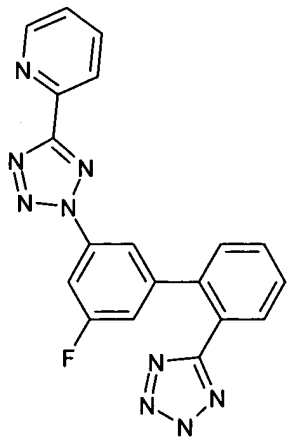
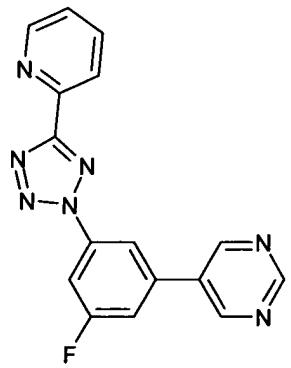
		
		
		
		
		
		

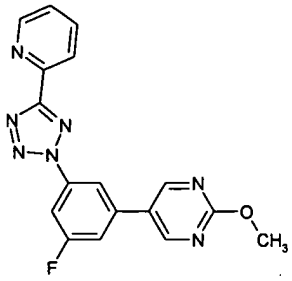
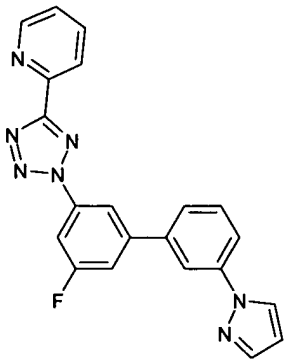
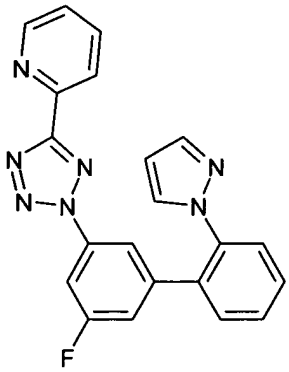
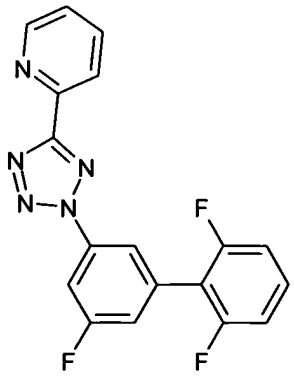
		
		
		
		
		

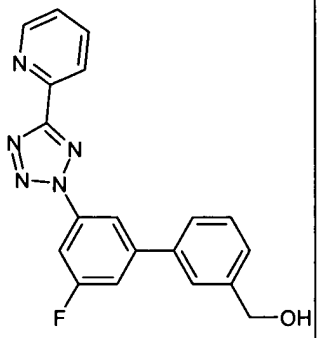
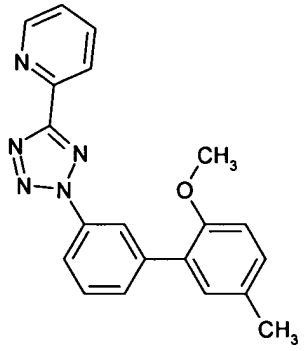
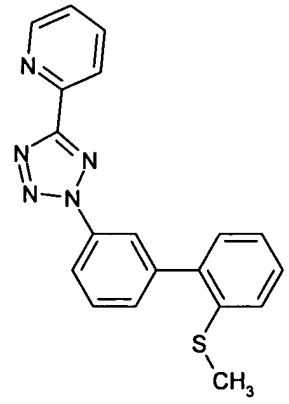
		
		
		
		
		

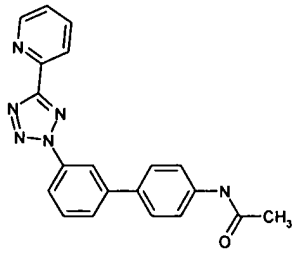
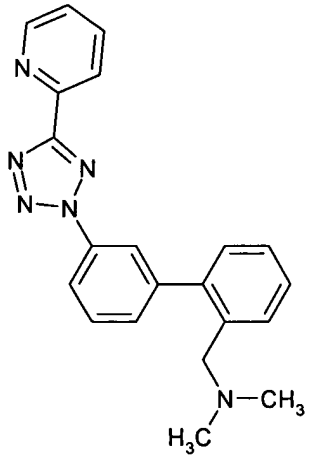
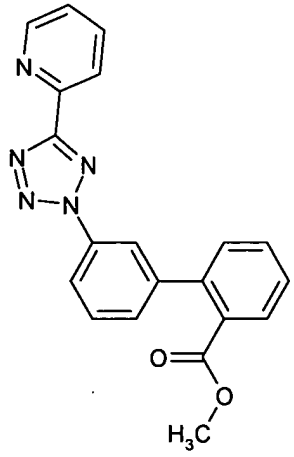
		
		
		
		
		

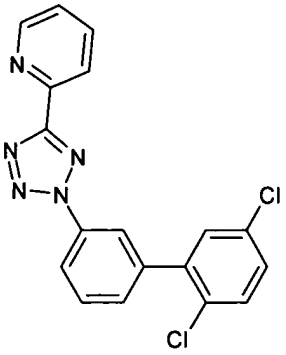
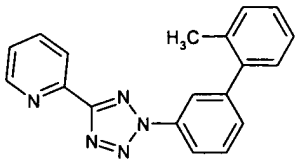
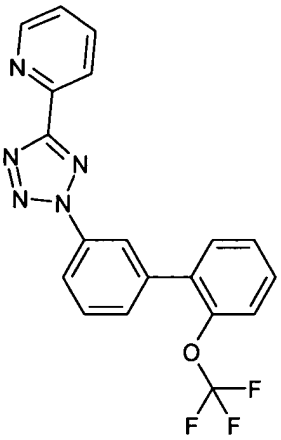
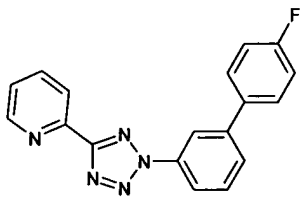
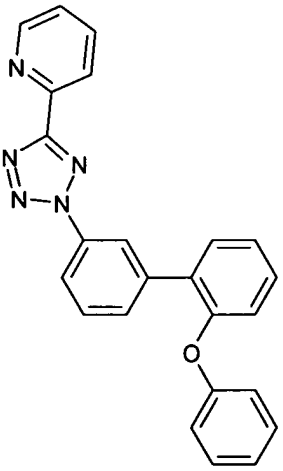
		
		
		

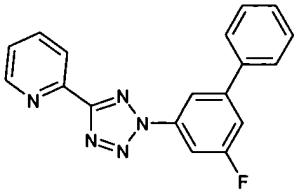
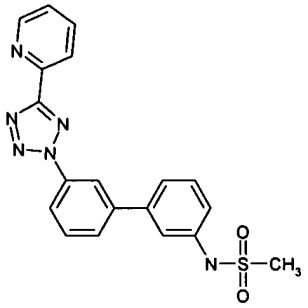
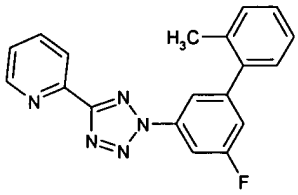
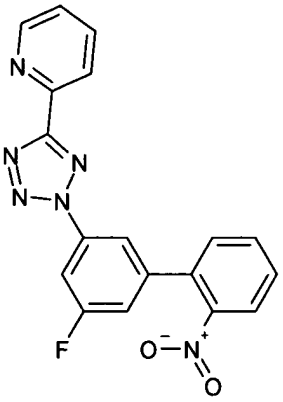
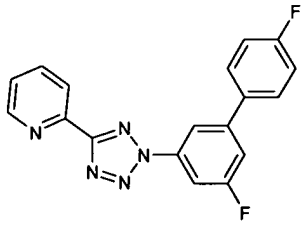
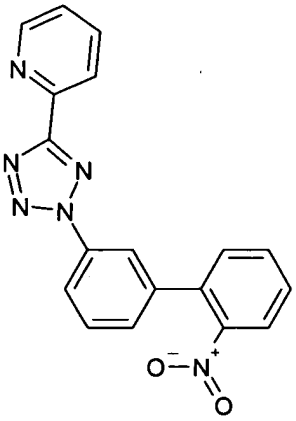
		
		
		

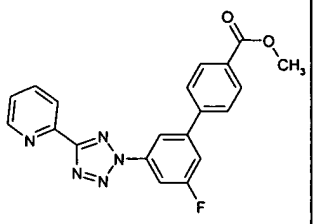
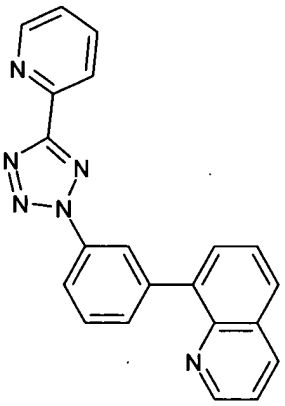
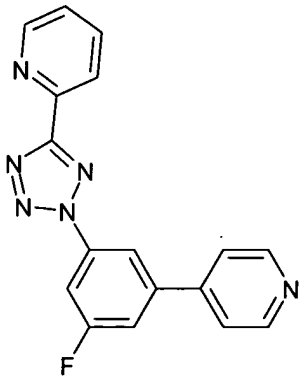
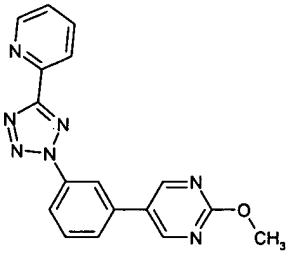
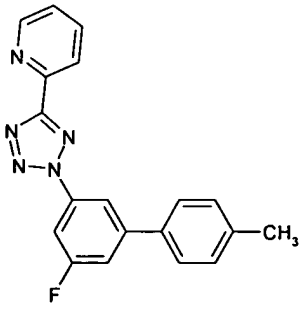
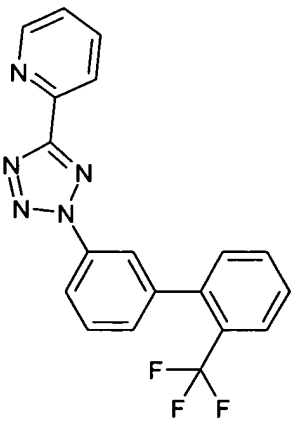
		
		
		
		

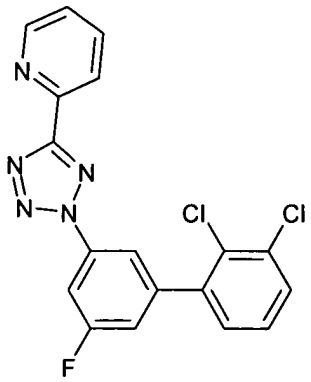
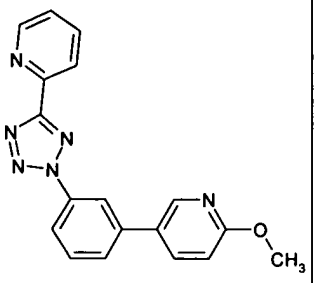
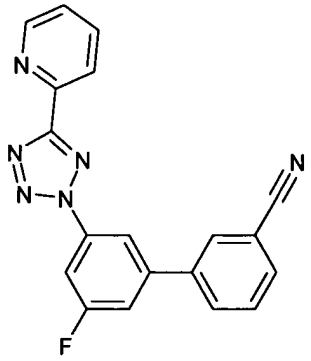
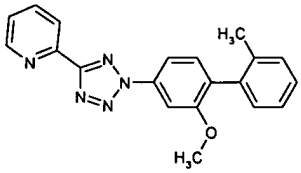
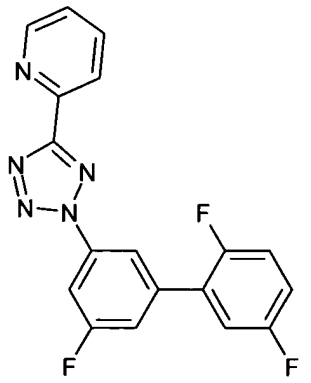
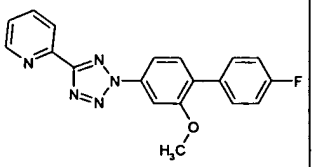
		
		
		

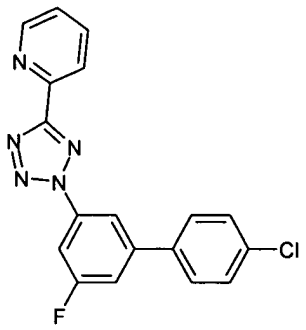
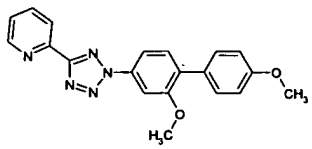
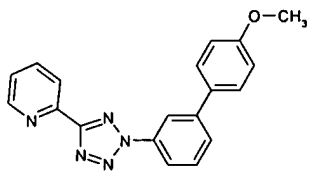
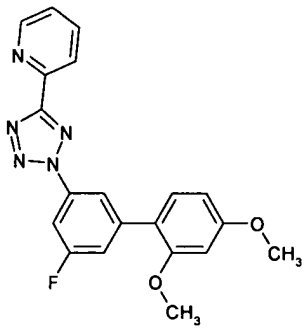
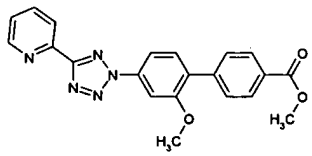
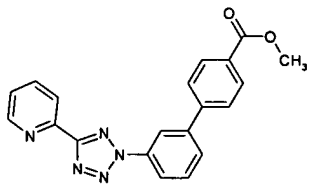
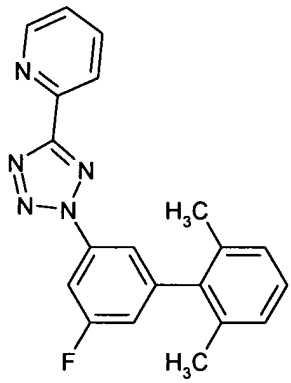
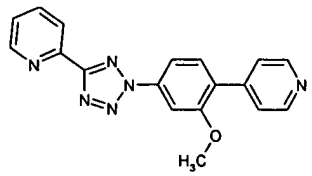
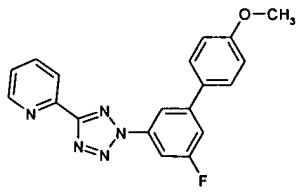
		
		
		

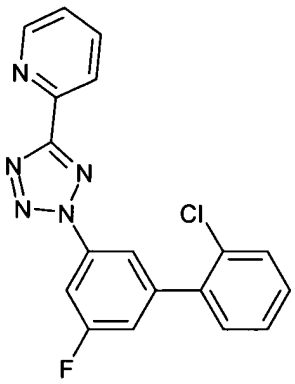
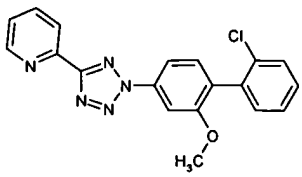
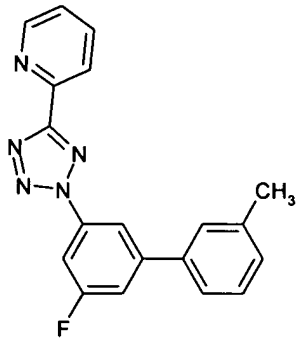
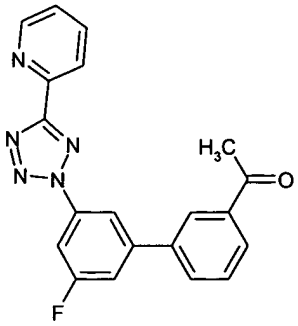
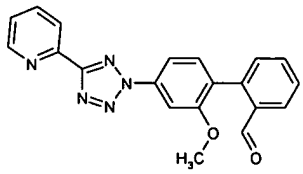
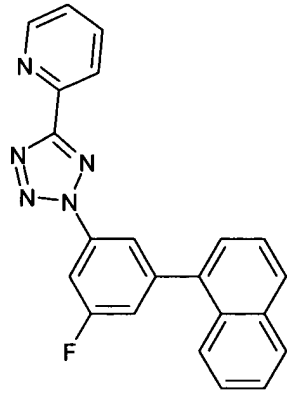
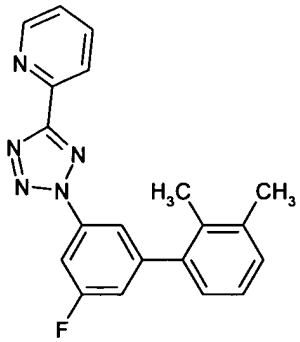
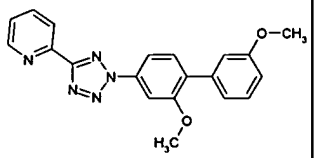
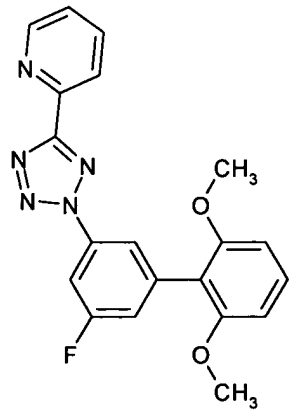
		
		
		

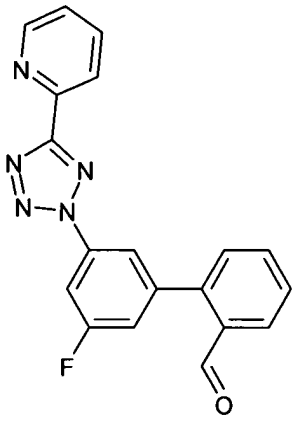
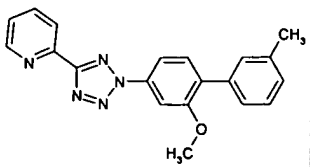
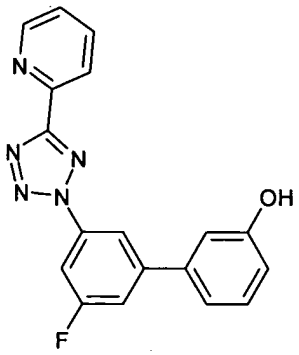
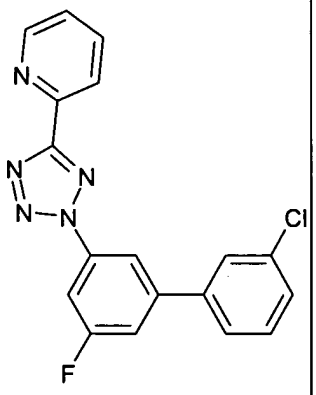
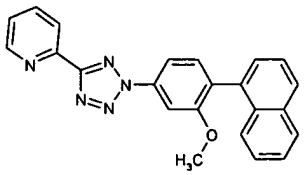
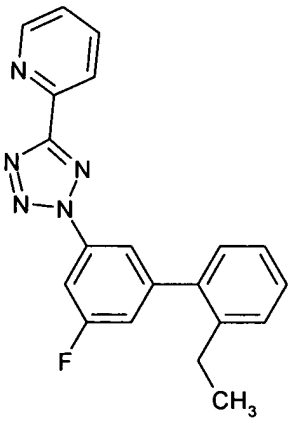
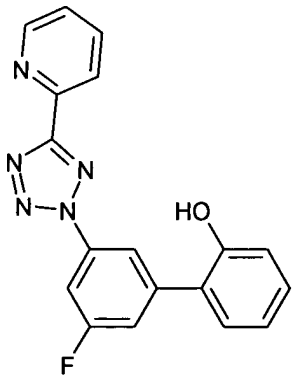
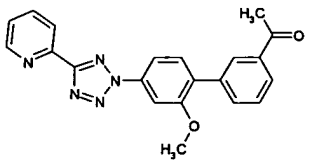
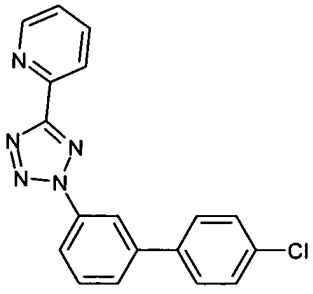
		
		
		

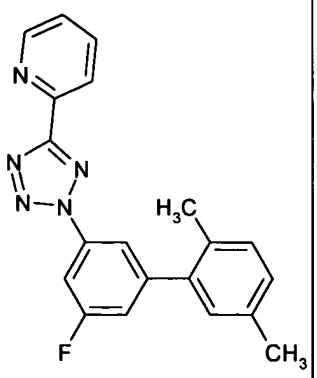
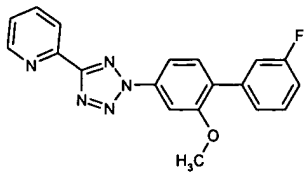
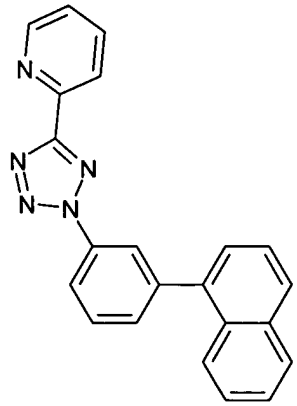
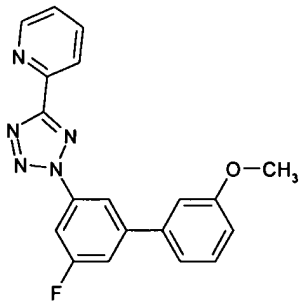
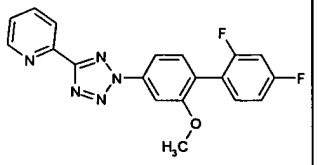
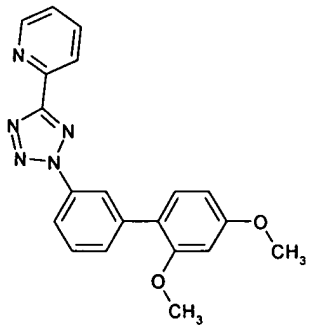
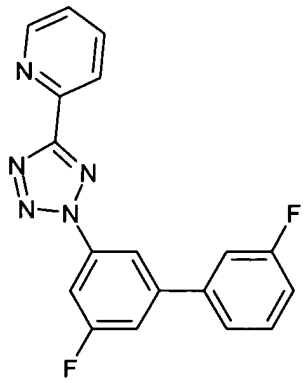
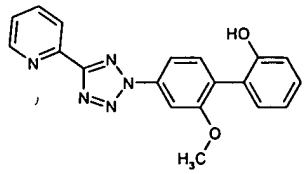
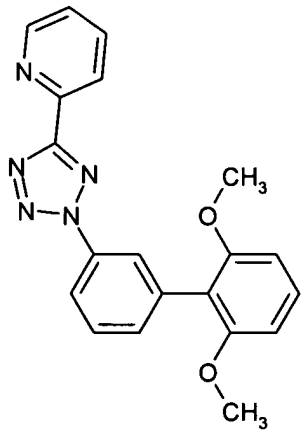
		
		
		

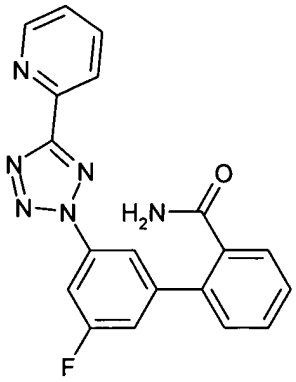
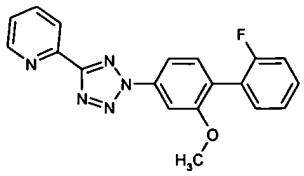
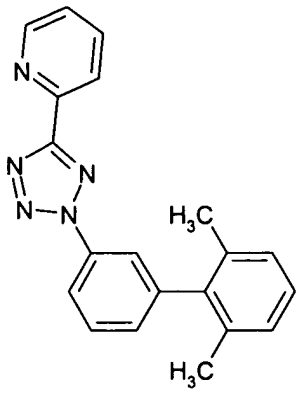
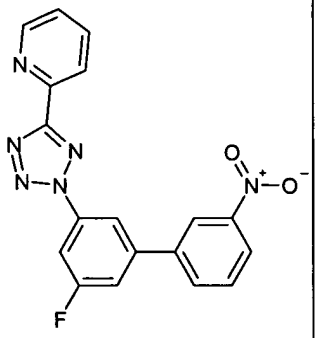
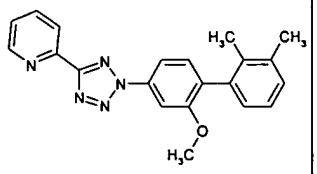
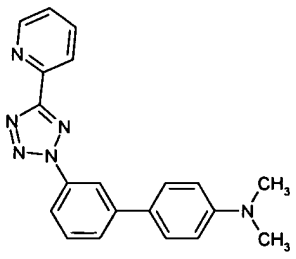
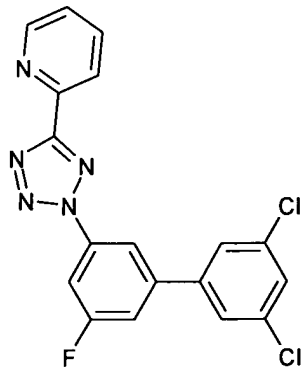
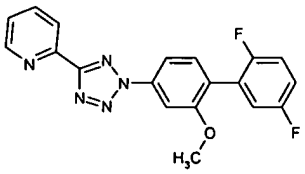
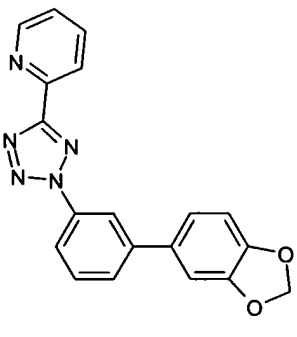
		
		
		

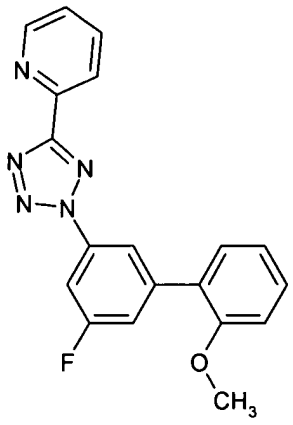
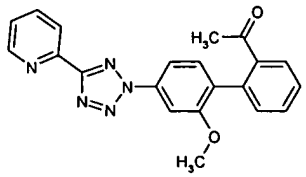
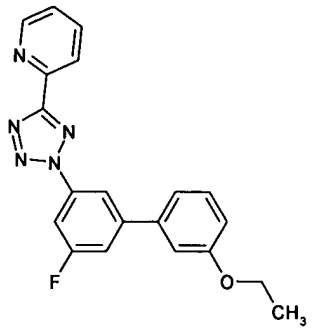
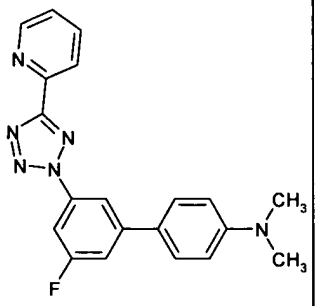
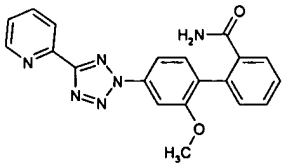
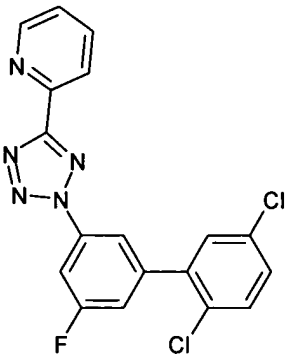
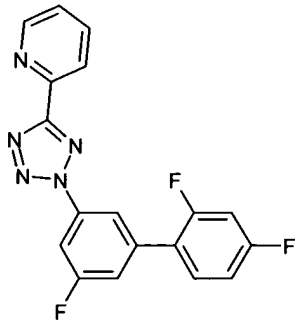
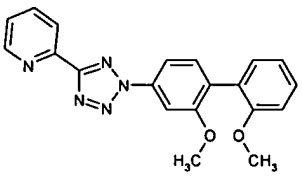
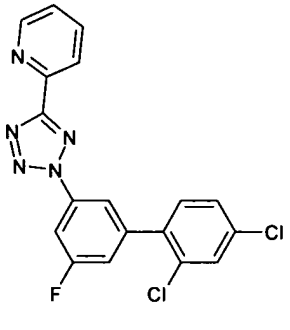
		
		
		

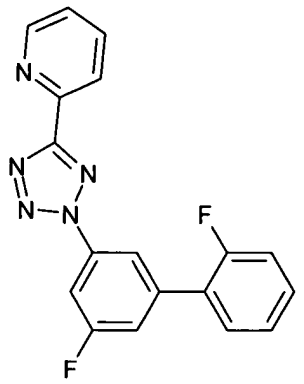
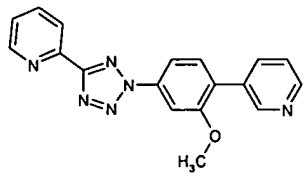
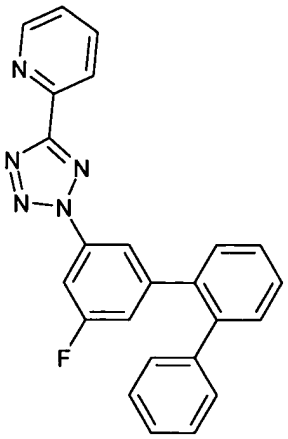
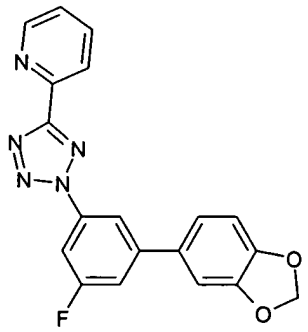
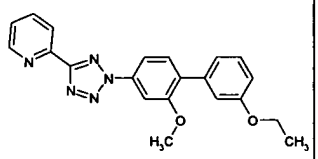
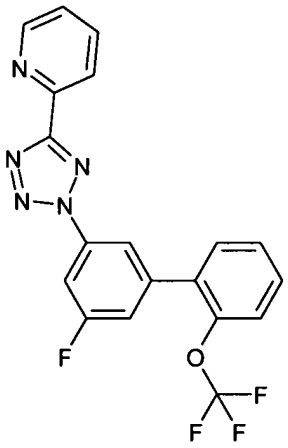
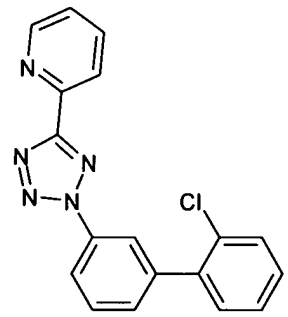
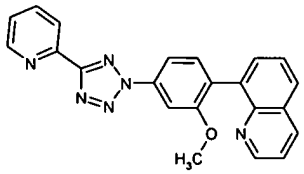
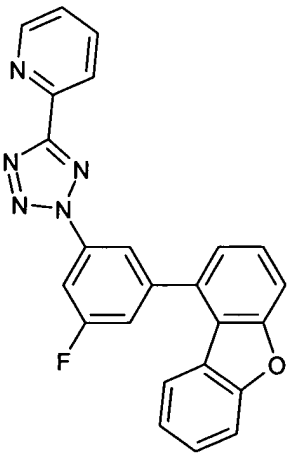
		
		
		

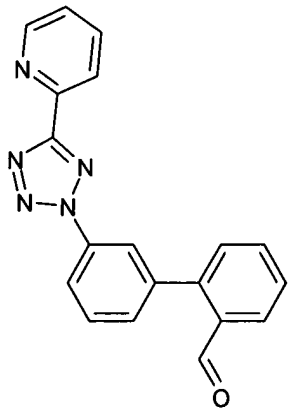
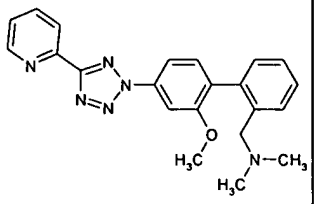
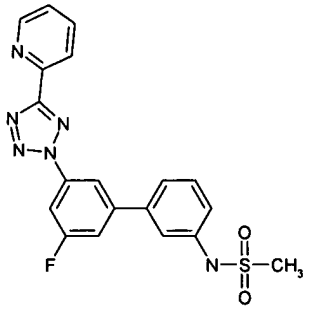
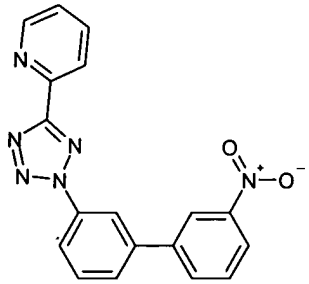
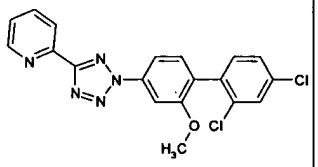
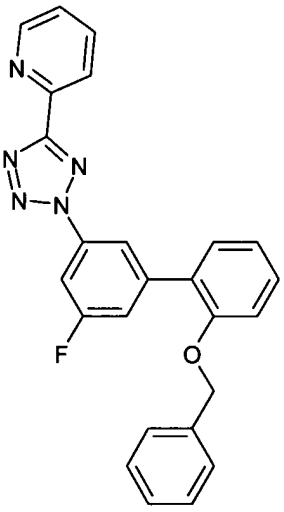
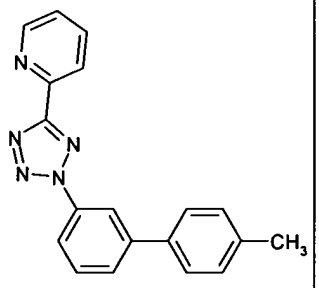
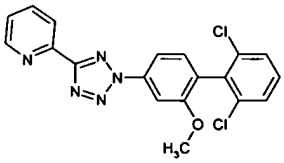
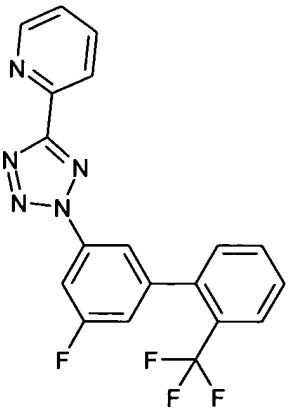
		
		
		

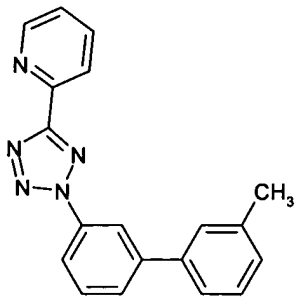
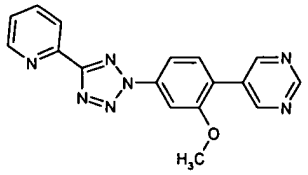
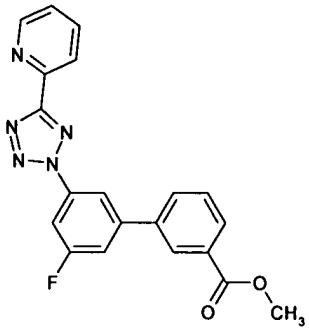
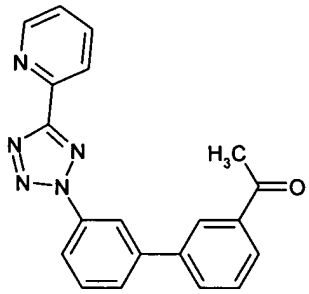
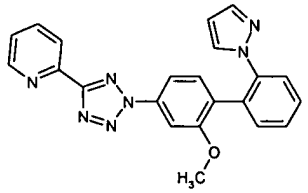
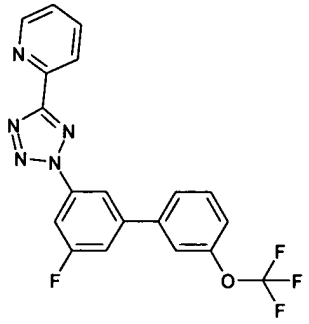
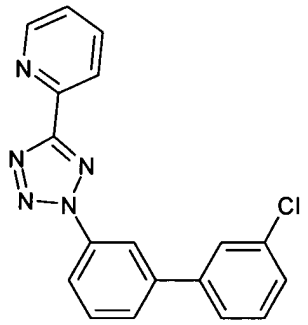
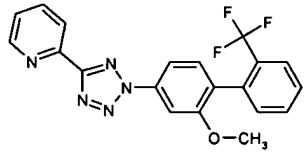
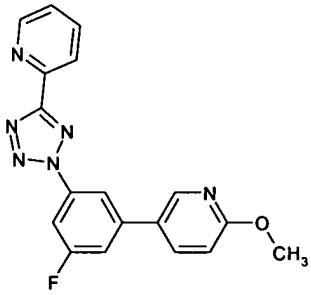
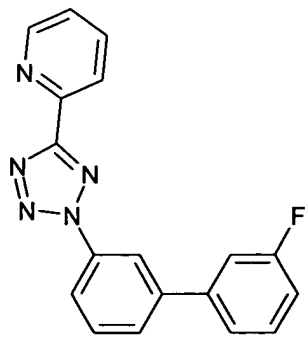
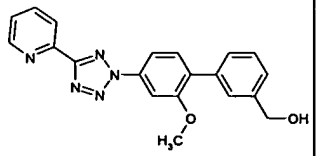
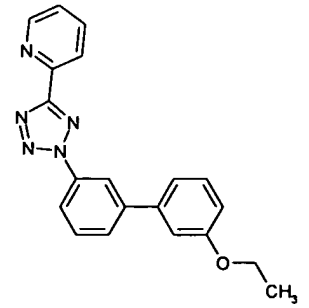
		
		
		

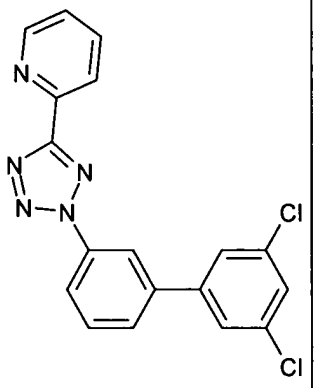
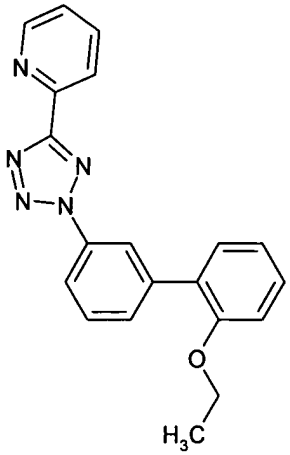
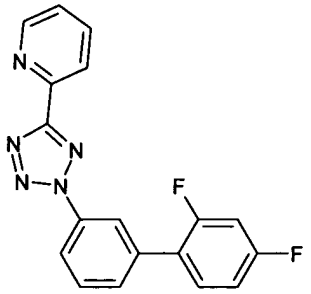
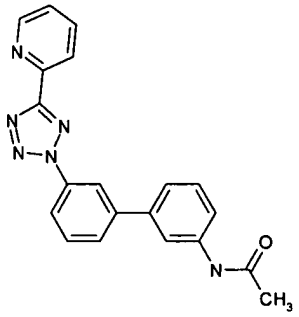
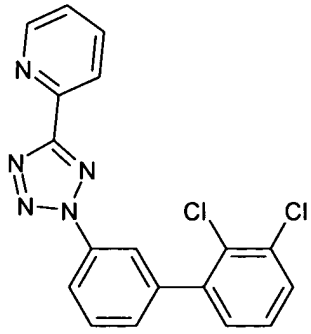
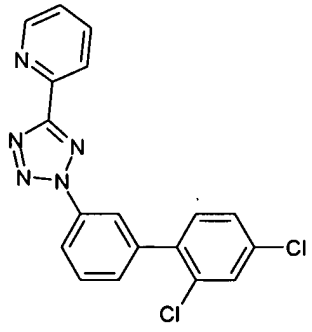
		
		
		

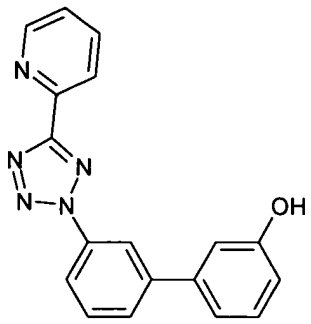
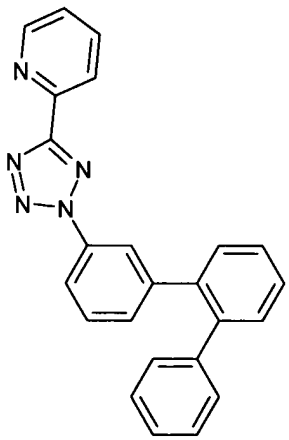
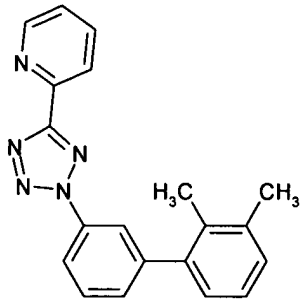
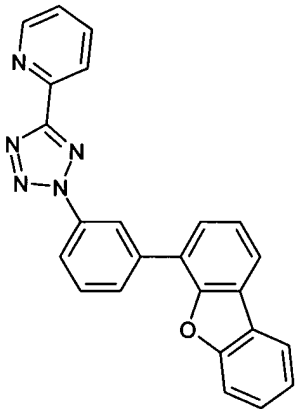
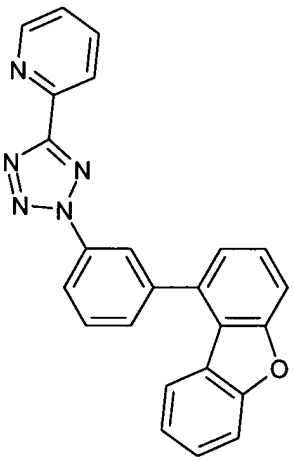
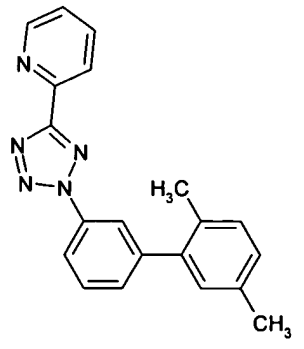
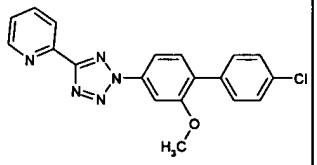
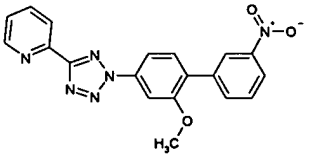
		
		
		

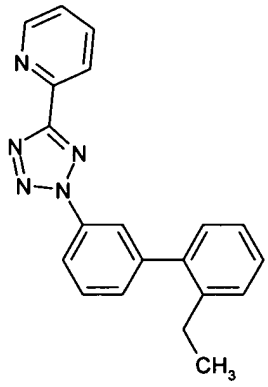
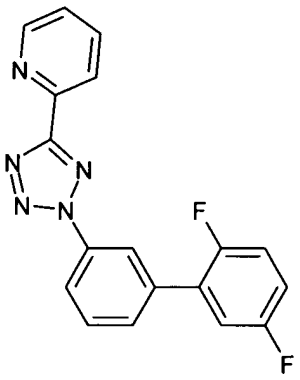
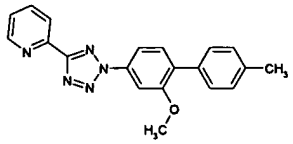
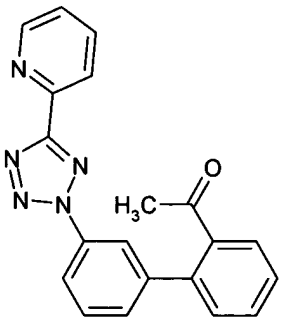
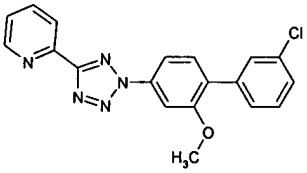
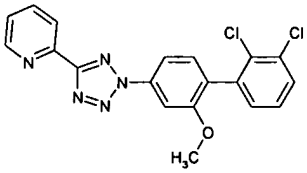
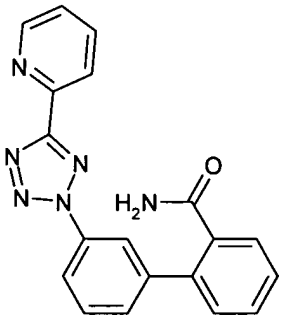
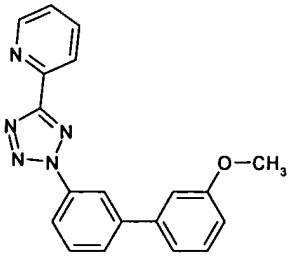
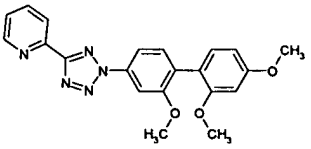
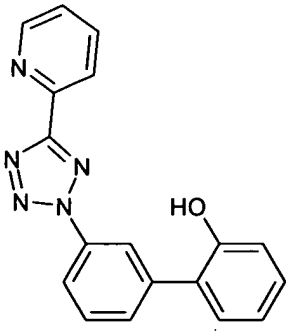
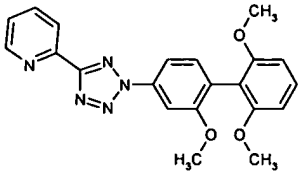
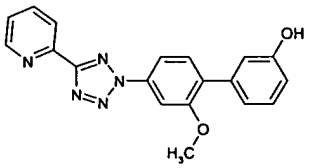
		
		
		

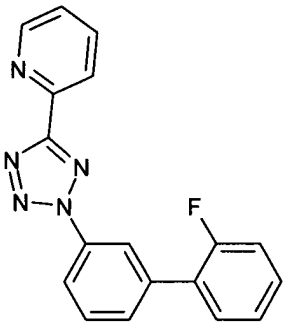
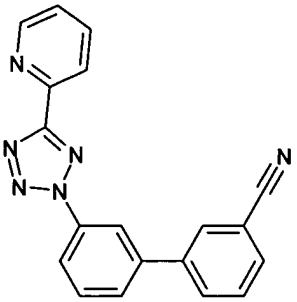
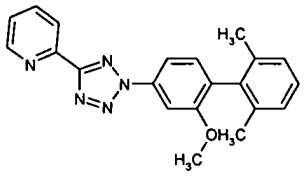
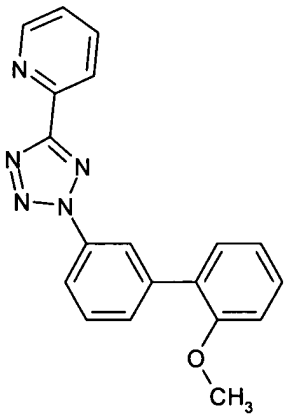
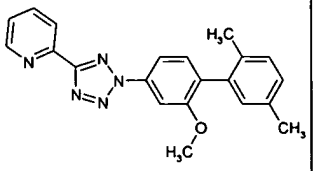
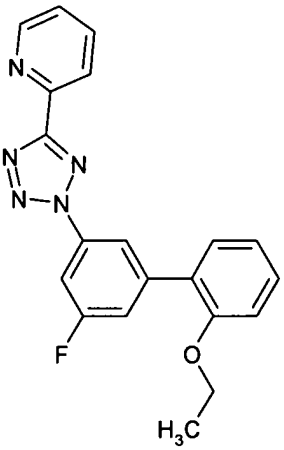
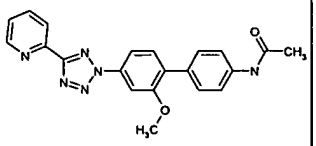
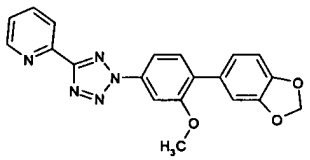
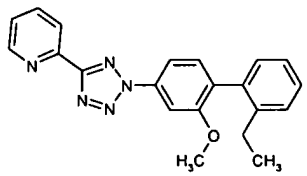
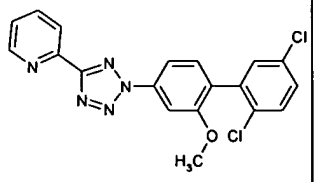
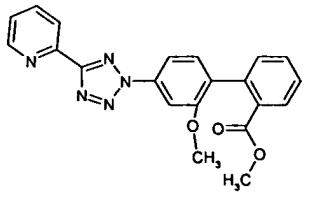
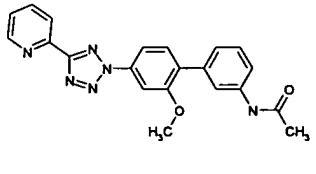
		
		
		

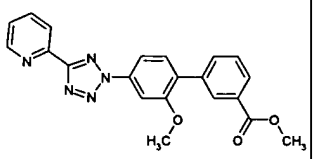
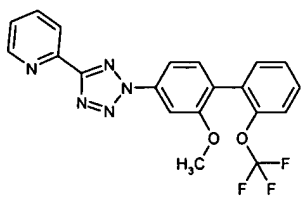
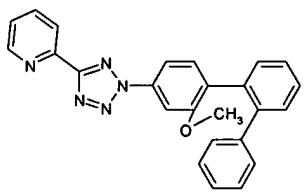
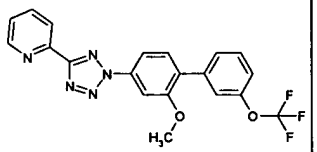
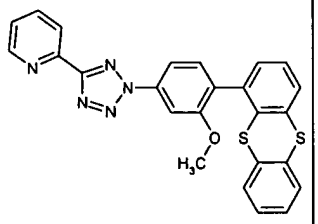
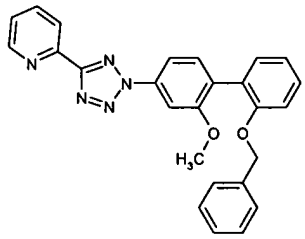
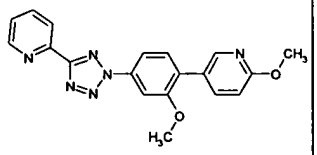
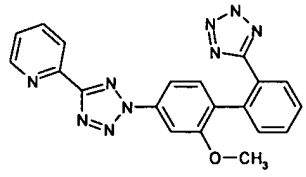
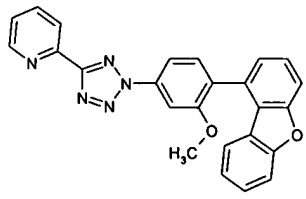
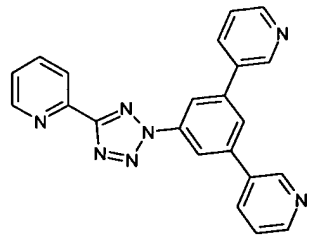
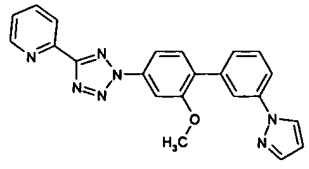
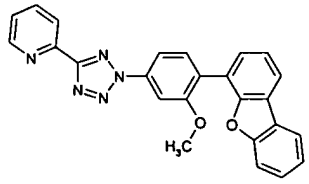
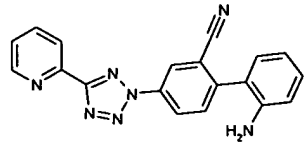
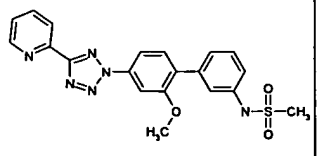
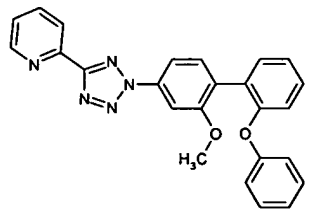
		
		
		
		

or a pharmaceutically acceptable salt thereof.

44. (New) A pharmaceutical composition comprising the compound of Claim 38, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

45. (New) A pharmaceutical composition comprising the compound of Claim 42, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

46. (New) A pharmaceutical composition comprising the compound of Claim 43, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.